

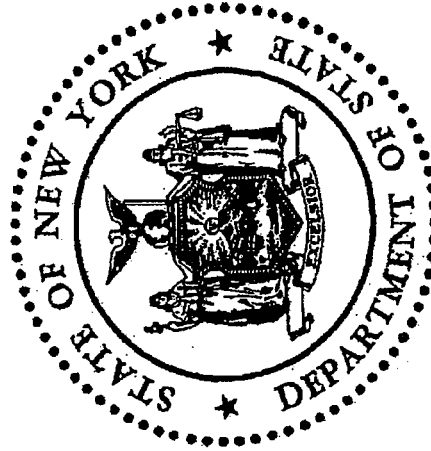
Exhibit 11

State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 28, 2006



DOS-1286 (Rev. 11/05)

Special Deputy Secretary of State

BQHC 00458

E-12 990510000 E-12

CERTIFICATE OF INCORPORATION OF
WHMC Properties, Inc.
Under Section 402 of the Not-for-Profit
Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the
Not-for-Profit Corporation Law, does hereby certify:

1. The name of the corporation is WHMC Properties, Inc. (the "Corporation").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of
the Not-for-Profit Corporation Law of the State of New York and is a Type B corporation under
Section 201 of said Law.
3. The purposes for which the Corporation is formed are exclusively charitable,
educational and scientific in nature and more particularly to render assistance and make grants to
Wyckoff Heights Medical Center (the "Hospital") as long the Hospital qualifies as an exempt
organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the
corresponding provisions of any successor statute (the "Code") and is not a private foundation
pursuant to Section 509(a) of the Code, including without limitation, the construction, operation and
maintenance of a parking facility in close proximity to and which services the patients, employees,
staff and visitors of the Hospital.
4. In furtherance of the foregoing purposes, the Corporation shall have the following
powers:
 - A. To solicit, accept, receive and acquire by way of gift, devise,
bequest, lease, purchase or otherwise, and to hold, invest and
reinvest all property real or personal, including shares of stock,
bonds and securities of other corporations and to dispose of
property, real or personal, by gift, lease, sale or otherwise, all as

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may be necessary or desirable for the attainment of the purposes of the Corporation, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York.

- B. To solicit and receive grants, contracts and funds from federal, state and local government agencies, foundations or any other sources, to further the corporate purposes.
- C. To prepare for publication, publish or cause to be published, produce, manufacture, distribute, disseminate, exhibit, show or furnish for exhibition or showing, sponsor or otherwise promote or develop, directly or indirectly, such books, pictures, magazines, papers, pamphlets and other printed matter and such lectures, performances, exhibitions, motion pictures, radio programs, television programs and the like as may be necessary, suitable or convenient for carrying out the lawful purpose of the Corporation.
- D. To borrow money, contract, debts, issue notes and secure payment of the performances of its obligations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.
- E. To do anything and everything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the foregoing purposes or for the furtherance of said purposes.

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F. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital services or health-related services, or to operate a substance or alcohol abuse program, a drug maintenance program, a facility for the mentally disabled, a certified home health agency, a hospice, a health maintenance organization or comprehensive health services plan as defined in and covered by Article 28, 33, 36, 40 and 44, respectively of the Public Health Law or Article 31 of the Mental Hygiene Law.

5. In furtherance of the foregoing purposes, the Corporation shall be empowered with all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, provided, however, that notwithstanding any other provisions of this Certificate of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

6. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. The Corporation is not formed for pecuniary profit or for financial gain of its directors or officers or of its members, if any, and no part of the Corporation's net income or net earnings shall be distributed to or inure to the benefit or profit of any private individual, firm or corporation. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

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7. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b) through (v) of the Not-for-Profit Corporation Law, although the Corporation is hereby authorized to become a member or stockholder of corporations which do engage in or include among their purposes such activities.

8. The office of the Corporation shall be located in the County of Kings, State of New York.

9. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert Lamagna	742 Higbie Lane, West Islip, NY 11795
Harold McDonald	28 Overlook Road, Lattington, NY 11560
Hal McNeil	654 East 82nd Street, Brooklyn, NY 11236

10. The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Wyckoff Heights Medical Center
374 Stockholm Street
Brooklyn, New York 11237
Attn: Chief Executive Officer

11. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed by the Board of Directors to Wyckoff Heights Medical Center, or, subject to the approval of a court of competent jurisdiction upon application of the Board of Directors, to one or more not-for-profit corporations or associations having general purposes substantially similar to those for which the Corporation was formed, provided that no such distribution shall be made to the Wyckoff Heights Medical Center or to such other corporations or associations unless the proposed distributees shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code.

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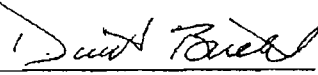
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10. During any year in which the Corporation shall be a "private foundation" as that term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law),

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4952 of said Code, and.
- B. The Corporation shall not:
 - a. engage in any act of self-dealing as defined in Section 4941(d) of said Code;
 - b. retain any excess business holdings as defined in Section 4943(c) of said Code;
 - c. make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code; or
 - d. make any taxable expenditures as defined in Section 4945(d) of said Code.

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 5th day of May, 1999.

Incorporator:


David J. Biehl
c/o Garfunkel, Wild and Travis, P.C
111 Great Neck Road
Great Neck, New York 11021

CERTIFICATE OF INCORPORATION

OF

WHMC Properties, Inc.

Under Section 402 of the Not For Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 10 1968
TAXIS
BY: 9W
KING'S

Filer:

GARFUNKEL WILD & TRAVIS
111 GREAT NECK ROAD
GREAT NECK, NY 11021

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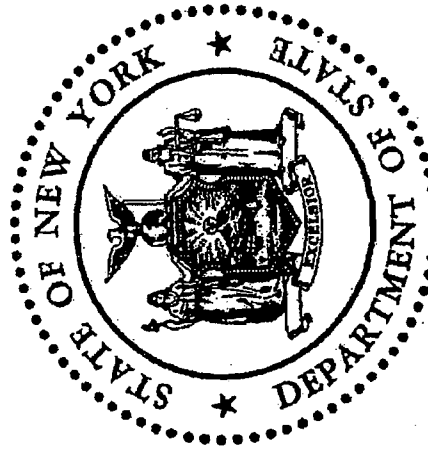
BQHC 00464

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 28, 2006



Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

BQHC 00465

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12/27/2006 16:33 FAX

PROSKAUER ROSE LLP

002/005

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WHMC PROPERTIES, INC.

Under Section 803 of the
New York Not-for-Profit Corporation Law

The undersigned, being the Chairman of WHMC Properties, Inc., a Not-for-Profit corporation duly organized under the Not-for-Profit Corporation Law of the State of New York (hereinafter referred to as the "Corporation"), does hereby certify, pursuant to Section 803 of the Not-for-Profit Corporation Law:

FIRST: The name of the Corporation is WHMC Properties, Inc.

SECOND: The Corporation was formed under the Not-for-Profit Corporation Law of the State of New York and the Certificate of Incorporation was filed by the Department of State on May 10, 1999.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law and will become a Type C corporation upon the filing of this amendment.

FOURTH: The amendment to the Certificate of Incorporation effected by this Certificate of Amendment (A) changes the name of the Corporation, (B) changes the type of the Corporation, (C) changes the purposes of the Corporation, (D) changes the powers of the Corporation, and (E) revises the provision pertaining to the distribution of the Corporation's assets in the event of dissolution.

FIFTH: To accomplish the foregoing amendment to the Certificate of Incorporation,

(A) Article 1 of the Certificate of Incorporation, which sets forth the name of the Corporation, is hereby amended to read in its entirety as follows:

"1. The name of the corporation is Brooklyn-Queens Health Care, Inc. (the "Corporation")."

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(B) Article 2 of the Certificate of Incorporation, which identifies the type of the Corporation under Section 201 of the Not-for-Profit Corporation Law, is hereby amended to read in its entirety as follows:

"2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation shall be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law."

(C) Article 3 of the Certificate of Incorporation, which describes the purposes for which the Corporation is formed, is hereby amended to read in its entirety as follows:

"3. As a Type C corporation, the purposes for which the Corporation is formed and operated are exclusively charitable, scientific and educational as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes of the Corporation shall be the following:

(a) To support Wyckoff Heights Medical Center and Caritas Health Care, Inc. (each, a "Hospital Corporation" and jointly, the "Hospital Corporations"), which Hospital Corporations operate, or will operate upon receiving requisite regulatory approvals, the hospitals in Kings County and Queens County, respectively known as Wyckoff Heights Medical Center, St. John's Queens Hospital and Mary Immaculate Hospital, and may operate such other hospitals and health care facilities as may be established or otherwise become part of the Hospital Corporations in the future;

(b) To provide strategic planning, coordination and assistance to, act as the sole member of, and operate the Hospital Corporations, each of which is a New York not-for-profit corporation;

(c) To solicit contributions for the purpose of supporting Wyckoff Heights Medical Center, St. John's Queens Hospital and Mary Immaculate Hospital;

(d) To engage in all other activities that relate to or are incidental to the achievement of such purposes; and

(e) The public objective of the Corporation is to help the Hospital Corporations run more efficiently so that they may provide better and more affordable care to the public.

Nothing contained in this certificate of incorporation shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or

to provide hospital service or health related service or to operate a home care services agency, a hospice or a health maintenance organization, or to provide a comprehensive health services plan, as defined in and covered by Articles 28, 36, 40 and 44, respectively, of the Public Health Law. In addition, the Corporation's purposes do not authorize the Corporation to establish, operate or maintain an adult home, residence for adults or enriched housing program as provided for by Article 7 of the Social Services Law, or to solicit contributions for any such purpose."

(D) Article 4 of the Certificate of Incorporation, which describes the powers of the Corporation, is hereby amended to read in its entirety as follows:

"4. (a) In furtherance of the foregoing purposes, the Corporation shall have the power, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: educational, literary, or charitable purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal taxation under Section 501(c)(3) of the Code; this shall include, without limitation, the powers to:

(i) receive and hold real and personal property in order to carry on the aims and purposes of the Corporation as expressed in this Certificate of Incorporation; to expend, contribute, disburse, develop and otherwise handle and dispose of the same for such aims and purposes, either directly or by contributions to other agencies, organizations or institutions organized for the same or similar aims and purposes, and otherwise to cooperate with and assist such other agencies, organizations and institutions in order to further the aims and purposes of the Corporation;

(ii) receive and maintain a fund or funds of personal or real property and apply the whole or any part of the income and/or principal thereof exclusively for the charitable purposes of the Corporation, as shall from time to time be found appropriate in connection with the foregoing purposes, and as are lawful for a not-for-profit corporation; and

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(iii) by resolution of the Board of Directors of the Corporation, to accept subventions from any member of the Corporation, or non-members, on terms and conditions not inconsistent with the bylaws of the Corporation and the Not-for-Profit Corporation Law, and to issue certificates therefor, and such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of Section 505 of the Not-for-Profit Corporation Law.

(b) As the sole member of the Hospital Corporations, the Corporation shall have the power to elect and to remove the Trustees of each Hospital Corporation.

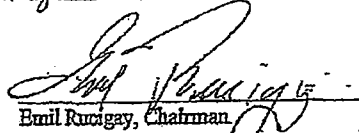
(E) Article 11 of the Certificate of Incorporation, which describes the distribution of the Corporation's assets in the event of its dissolution, is hereby amended to change the words "Wyckoff Heights Medical Center" to "either or both of the Hospital Corporations," so that it reads in its entirety as follows:

"11. In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed by the Board of Directors to either or both of the Hospital Corporations, or, subject to a court of competent jurisdiction upon the application of the Board of Directors, to one or more not-for-profit corporations or associations having general purposes substantially similar to those for which the Corporation was formed, provided that no such distribution shall be made to either of the Hospital Corporations or to such other corporations or associations unless the proposed distributees shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code."

SIXTH: This amendment of the Certificate of Incorporation was authorized by the unanimous written consent of the board of Directors of the Corporation. There are no members entitled to vote thereon.

SEVENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is: c/o Wyckoff Heights Medical Center, 374 Stockholm Street, Brooklyn, NY 11237, Attention: Chief Executive Officer.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been signed and the statements made herein are affirmed as true under the penalties of perjury this 25th day of August, 2006.



Emil Rucigay, Chairman
WHMC Properties, Inc.

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HON. SIDNEY F. STRAUSS
a Justice of the Supreme Court of the State
of New York, Judicial District, do hereby approve the foregoing Certificate
of Amendment of the Certificate of Incorporation of WHMC Properties, Inc. and
consent that the same be filed.

ENTER: 

Justice of the Supreme Court
of the State of New York,
 Judicial District

HON. SIDNEY F. STRAUSS

DEC 21 2006

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONTINUED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREFTER.

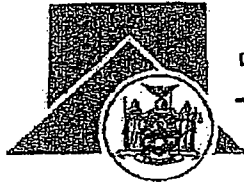

ASSISTANT ATTORNEY GENERAL

12-21-06
DATE

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BQHC 00471



STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

December 21, 2006

Mr. Edward Dowling
Consultant
385 Seneca Avenue
Ridgewood, New York 11385

Re: Certificate of Amendment of the Certificate of Incorporation of
WHMC Properties, Inc.

Dear Mr. Dowling:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 10th day of November, 2006, I hereby certify that the Public Health Council consents to the filing of the Certificate of Amendment of the Certificate of WHMC Properties, Inc., dated August 25, 2006.

Sincerely,

Donna W. Peterson
Executive Secretary

/cf

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WHMC PROPERTIES, INC.

Under Section 803 of the
New York Not-for-Profit Corporation Law

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 27 2006
TAX \$ 0
BY: JWW

KINGS

DRAWDOWN

Lee A. Barkan, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036
212.969.3115

JS
(initials)

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FILED

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